

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Empire Metals Corp. (the “Company”)
702 – 889 West Pender Street
Vancouver, BC V6C 3B2

Item 2. Date of Material Change

May 5, 2021.

Item 3. News Release

News release was disseminated on May 5, 2021 via Canada Stockwatch and Market News, and filed, via SEDAR, with the British Columbia Securities Commission and Alberta Securities Commission.

Item 4. Summary of Material Change

At this time the Company is not proceeding with the acquisition of the Bikini gold project in the Yukon, Canada announced on June 23, 2020.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Due to COVID travel restrictions, the Company is at this time not proceeding with the acquisition of the Bikini gold project in the Yukon, Canada announced on June 23, 2020.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

For further information, please contact:

Mark Patchett, President & CEO – Tel. 604.683.3288.

Item 9. Date of Report

May 13, 2021.